

**BUTLER SNOW LLP**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

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In re:	§	Chapter 7
GOODMAN NETWORKS, INC.	§	Case No. 22-31641 (MVL)
Debtor.	§	Re: Docket No. 1
	§	

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**FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC'S JOINDER  
TO THE INVOLUNTARY PETITION AGAINST GOODMAN NETWORKS, INC.**

COMES NOW FedEx Supply Chain Logistics & Electronics, Inc. (“FSCLE”) and files this joinder to the involuntary petition against Goodman Networks, Inc. (the “Debtor”) filed by JLP Credit Opportunity Master Fund Ltd., JLP Credit Opportunity IDF Series Interests of the SALI Multi-Series Fund, L.P., JLP Institutional Credit Master Fund LP, and Alimco Re Ltd (collectively, the “Original Petitioning Creditors”). FSCLE joins the involuntary petition pursuant to section 303 of title 11 (the “Bankruptcy Code”) and would show as follows:

1. On September 6, 2022, the Original Petitioning Creditors commenced the instant involuntary chapter 7 case by filing an *Involuntary Petition Against a Non-Individual* [Docket No. 1] as to the Debtor.

2. The Debtor is a Texas corporation with its principal place of business located at 2801 Network Blvd., Ste. 300, Frisco, Texas, 75034.

3. FSCLE is a Delaware corporation with its principal place of business located in Memphis, Tennessee.

4. This Court has jurisdiction over this case under 28 U.S.C. § 1334 and 28 U.S.C. § 157(b)(1). Venue in this district is proper under 28 U.S.C. § 1408.

5. The Debtor and an affiliated entity, Genesis Networks Telecom Services, LLC, a Texas limited liability company, (“Genesis-Telecom”), through their longstanding relationship with AT&T, Inc. and AT&T Services, Inc. (together, “AT&T”) have provided services to AT&T and a number of AT&T’s suppliers and customers, including FSCLE.

6. FSCLE, formerly known as ATC Logistics & Electronics, Inc., (“ATC Logistics”), is a party to a Master Services Agreement, dated January 20, 2014, by which Genesis-Telecom agreed to provide logistics and logistics-related services (the “Services”) to FSCLE with such Services being expressly set forth in a Statement of Work, dated January 20, 2014. True and correct copies of the Master Services Agreement and the Statement of Work are attached as Exhibits A and B, respectively.

7. On June 26, 2019, FSCLE and Genesis-Telecom entered into a Change Order Number 1; whereby, the term of duration of the Statement of Work was extended from June 26, 2019, until December 31, 2023. A true and correct copy of Change Order Number 1 is attached as Exhibit C.

8. On or about December 4, 2020, Genesis-Telecom approached FSCLE about redirecting payments from FSCLE to Genesis-Telecom under the Master Services Agreement to an account for Debtor. Upon information and belief, Genesis Telecom assigned its rights and obligations under the Master Services Agreement to the Debtor.

9. Debtor failed to make payments due to FSCLE for goods it purchased from FSCLE.

10. FSCLE is owed \$81,158,452.82 for products and goods sold to Debtor pursuant to the Master Services Agreement (the “Claim”), and such Claim is unsecured. See Affidavit of Michael Schimpf attached as Exhibit D.

11. The Debtor is in material breach of the Master Services Agreement for nonpayment as it has failed and refused to pay the Claim. *Id.*

12. The Claim is neither contingent as to liability nor subject to a bona fide dispute as to liability or amount.

13. The Debtor is not paying FSCLE and its other creditors’ debts as they become due. *Id.*

14. The Debtor is neither currently servicing the Master Services Agreement nor conducting business in the ordinary course. *Id.*

15. Upon information and belief, AT&T has terminated its relationship with the Debtor and Genesis-Telecom. In response, the Debtor has terminated its business operations and caused material assets to be transferred to related persons and related entities without obtaining reasonably equivalent value in return.

16. The Debtor is the sole member of GNET ATC, LLC (“GNET”), a Texas limited liability company. The Debtor has caused at least \$82,617,311.10 of monies paid by FSCLE under

the Master Services Agreement to be transferred to GNET without obtaining reasonably equivalent value in return. *Id.*

17. FSCLE in filing this joinder has relied in good faith on the representations of the Original Petitioning Creditors in the involuntary petition, their statements in support of the involuntary petition, and their waivers, including the representation that they are qualified creditors to commence an involuntary chapter 7 bankruptcy petition in accordance with section 303(b) of the Bankruptcy Code. *See* Docket Nos. 1–10.

**WHEREFORE**, FSCLE joins the involuntary petition and requests this Court (i) enter an order for relief against the Debtor in this case and (ii) provide such other relief as is just and appropriate under the circumstances of this case.

Dated: October 17, 2022

Respectfully submitted,

**BUTLER SNOW LLP**

/s/ Adam M. Langley  
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**CERTIFICATE OF SERVICE**

I, Candice M. Carson, certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically on all parties enlisted to receive service electronically in this case.

Dated: October 17, 2022

*/s/ Candice M. Carson*  
CANDICE M. CARSON